

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release by Secured Party for previously recorded Security Interest at Reel 4411 Frame 0393 |

| | | | |
|---|-----------------|-----------------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Grace Bay Holdings II, LLC, as successor-by-assignment to Partners for Growth III, L.P. | | 08/02/2013 | CORPORATION: DELAWARE |

| | |
|-----------------------------|-----------------------|
| RECEIVING PARTY DATA | |
| Name: | Comverge, Inc. |
| Street Address: | 5390 Triangle Parkway |
| Internal Address: | Suite 300 |
| City: | Norcross |
| State/Country: | GEORGIA |
| Postal Code: | 30092 |
| Entity Type: | CORPORATION: DELAWARE |

| | | |
|-----------------------------------|---------------|--------------------------|
| PROPERTY NUMBERS Total: 23 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2991843 | SUPERSTAT |
| Registration Number: | 3132072 | MAINGATE |
| Registration Number: | 3182682 | COMVERGE |
| Registration Number: | 2613885 | SIXTH DIMENSION |
| Registration Number: | 2619548 | POWERPORTAL |
| Registration Number: | 2743182 | 6D |
| Registration Number: | 3322349 | COOLIBRIUM |
| Registration Number: | 3344159 | VIRTUAL PEAKING CAPACITY |
| Registration Number: | 3401335 | THEWATTSPOT |
| Registration Number: | 3401336 | WATTSPOT |
| Registration Number: | 2365050 | DATAPULT |

CH \$590.00 2991843

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|----------------------|----------|---------------------------------|
| Registration Number: | 2191335 | ENERWISE |
| Registration Number: | 2247837 | THE POWER OF ENERGY INFORMATION |
| Registration Number: | 3116676 | PUBLIC ENERGY SOLUTIONS |
| Registration Number: | 3085281 | KW OPERATION KILL-A-WATT |
| Registration Number: | 3179503 | PROFIT FROM ENERGY |
| Serial Number: | 77377411 | THE ENERGY TO GO GREEN |
| Serial Number: | 77377518 | THE ENERGY TO GO CLEAN |
| Serial Number: | 77377468 | THE ENERGY TO BE CLEAN |
| Serial Number: | 77377491 | THE ENERGY TO BE GREEN |
| Serial Number: | 77506257 | APOLLO |
| Serial Number: | 85145430 | COMVERGE |
| Serial Number: | 85145393 | |

CORRESPONDENCE DATA

Fax Number: 3128622200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-862-2000
Email: donna.gasiorowski@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 300 North LaSalle Street
Address Line 2: c/o Donna Gasiorowski, Sr. Legal Asst.
Address Line 4: Chicago, ILLINOIS 60654

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 36052-191 DRG |
| NAME OF SUBMITTER: | Donna Gasiorowski |
| Signature: | /DONNA GASIOROWSKI/ |
| Date: | 08/02/2013 |

Total Attachments: 4

source=Comverge - Release of Trademark Collateral Agreement Grace Bay-Comverge#page1.tif
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**TERMINATION AND RELEASE OF
TRADEMARK COLLATERAL AGREEMENT**

This **TERMINATION AND RELEASE OF TRADEMARK COLLATERAL AGREEMENT** (this "Termination and Release"), dated as of August 2, 2013, is made by **GRACE BAY HOLDINGS II, LLC**, (as successor-by-assignment to Partners for Growth III, L.P.), a Delaware limited liability company, located at 1450 Brickell Avenue, 31st Floor, Miami, Florida 33131 ("Grace Bay") in favor of **COMVERGE, INC.**, a Delaware corporation, located at 5390 Triangle Parkway, Suite 300, Norcross, Georgia 30092 (the "Grantor"). Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Intellectual Property Security Agreement (as defined below).

WITNESSETH:

WHEREAS, pursuant to that certain Loan and Security Agreement dated as of November 5, 2010 (the "Loan Agreement") by and among the Grantor and certain other Borrowers, Grantor granted to Grace Bay, for itself and for the ratable benefit of certain secured parties, a security interest in certain Collateral to secure the Obligations of Grantor and the other Borrowers under the Loan Agreement;

WHEREAS, pursuant to the terms of the Loan Agreement, Grantor and Grace Bay entered into that certain Trademark Collateral Agreement and Notice ("Intellectual Property Security Agreement"), dated as of November 5, 2010, pursuant to which Grantor granted and pledged to Grace Bay a security interest and lien in and to the trademark registrations and applications for the registration of trademarks set forth on Schedule A (together with the goodwill of the business connected with the use of and symbolized thereby) and all proceeds thereof (collectively, the "IP Collateral");

WHEREAS, the Intellectual Property Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on November 8, 2010 at Reel 4411, Frame 0393 for the purpose of providing IP Collateral as collateral security for the payment and performance of certain obligations of the Grantor to Grace Bay;

WHEREAS, Grantor has paid all of its outstanding obligations to the Grace Bay; and

WHEREAS, Grace Bay now desires to terminate and release the entirety of its security interest in the IP Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grace Bay hereby (i) terminates, releases, and discharges any and all security interest and other rights it has in or to the IP Collateral; and (ii) terminates the Intellectual Property Security Agreement.

Grace Bay shall take all further actions, and provide to Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments) reasonably requested by Grantor to more fully and effectively effectuate the purposes of this Termination and Release.

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IN WITNESS WHEREOF, each of Grantor and Grace Bay has caused this Termination and Release to be executed by their respective duly authorized signatories as of the date first above written.

GRACE BAY HOLDINGS II, LLC

By: 

Name: **Richard Siegel**

Title: **Authorized Signatory**

COMVERGE, INC.

By: _____

Name: **John Horton**

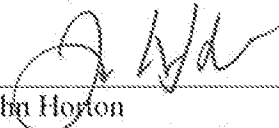
Title: **Executive Vice President, Chief
Financial Officer and Treasurer**

IN WITNESS WHEREOF, each of Grantor and Grace Bay has caused this Termination and Release to be executed by their respective duly authorized signatories as of the date first above written.

GRACE BAY HOLDINGS II, LLC

By: _____
Name: _____
Title: _____

COMVERGE, INC.

By:  _____
Name: John Horton
Title: Executive Vice President, Chief
Financial Officer and Treasurer

SCHEDULE A

Trademarks and Trademark Applications

| <u>Trademark</u> | <u>Country</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|--|----------------|---|---|
| SUPERSTAT | USA | 2991843 | 9/06/2005 |
| MAINGATE | USA | 3132072 | 8/22/2006 |
| COMVERGE & DESIGN | USA | 3182682 | 12/12/2006 |
| SIXTH DIMENSION | USA | 2613885 | 9/3/2002 |
| POWERPORTAL | USA | 2619548 | 9/17/2002 |
| 6D | USA | 2743182 | 7/29/2003 |
| COOLIBRIUM | USA | 3322349 | 10/30/2007 |
| VIRTUAL PEAKING CAPACITY | USA | 3344159 | 11/27/2007 |
| THEWATTSPOT | USA | 3401335 | 3/25/2008 |
| WATTSPOT | USA | 3401336 | |
| DATAPULT | USA | 2365060 | 7/4/2000 |
| DATAPULT | BRAZIL | 825485487 | |
| ENERWISE | USA | 2191335 | 9/22/1998 |
| ENERWISE | BRAZIL | 824585479 | |
| THE POWER OF ENERGY INFORMATION | USA | 2247837 | 5/25/1999 |
| PUBLIC ENERGY SOLUTIONS AND DESIGN | USA | 3116676 | 7/18/2006 |
| KW OPERATION KILL-A- WATT WITH DESIGN | USA | 3085281 | 4/25/2006 |
| PROFIT FROM ENERGY | USA | 3179503 | 12/05/2006 |
| ENERWISE VIRTUAL ENERGY MANAGER | BRAZIL | 825483379 | |
| COOLSENTRY | | NOT FILED | |
| THE ENERGY TO GO GREEN | USA | S.N. 77/377411 | 1/22/2008 |
| THE ENERGY TO GO CLEAN | USA | S.N. 77/377518 | 1/22/2008 |
| THE ENERGY TO BE CLEAN | USA | S.N. 77/377468 | 1/22/2008 |
| THE ENERGY TO BE GREEN | USA | S.N. 77377491 | 1/22/2008 |
| APOLLO | USA | S.N. 77/506257 | 6/24/2008 |
| COMVERGE | USA | S.N. 85/145430 | 4/11/2005 |
| SQUARE DESIGN LOGO | USA | S.N. 85/145393 | 10/05/2010 |